

KLESTADT WINTERS JURELLER

SOUTHARD & STEVENS, LLP

200 West 41st Street, 17th Floor

New York, NY 10036-7203

Telephone: (212) 972-3000

Facsimile: (212) 972-2245

Sean C. Southard

Joseph C. Corneau

Lauren C. Kiss

Counsel to the Debtor and Debtor-in-Possession

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
	:
DOWLING COLLEGE,	:
f/d/b/a DOWLING INSTITUTE,	: Case No. 16-75545 (REG)
f/d/b/a DOWLING COLLEGE ALUMNI	:
ASSOCIATION,	:
f/d/b/a CECOM,	:
a/k/a DOWLING COLLEGE, INC.,	:
	:
Debtor.	:
-----X	

**EX PARTE MOTION OF THE DEBTOR TO SHORTEN TIME WITH
RESPECT TO THE HEARING ON THE DEBTOR’S MOTION FOR AN ORDER
(I) CONFIRMING NCF CAPITAL LIMITED OR ITS DESIGNEE AS
SUCCESSFUL BIDDER PURSUANT TO BIDDING PROCEDURES ORDER
AND (II) AUTHORIZING DEBTOR TO ENTER INTO AND PERFORM UNDER
ASSET PURCHASE AGREEMENT WITH NCF CAPITAL LIMITED**

**TO THE HONORABLE ROBERT E. GROSSMAN,
UNITED STATES BANKRUPTCY JUDGE:**

Dowling College, (the “Debtor”), debtor and debtor-in-possession in the above-captioned chapter 11 case (the “Chapter 11 Case”), submits this *ex parte* motion (the “Motion to Shorten Time”) for an order, substantially in the form attached hereto as **Exhibit A**, shortening time with respect to the hearing on the *Debtor’s Motion for an Order (I) Confirming NCF Capital Limited or its Designee as Successful Bidder Pursuant to Bidding Procedures Order and (II) Authorizing*

Debtor to Enter Into and Perform Under Asset Purchase Agreement with NCF Capital Limited (the “Supplemental Sale Motion”)¹. In further support of this Motion to Shorten Time, the Debtor respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction over this motion pursuant to 28 U.S.C. §§ 157 and 1334. Consideration of this motion is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for the relief sought herein are Section 105(a) of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 9006(c)(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 9077-1 of Local Bankruptcy Rules for the Eastern District of New York (the “Local Rules”).

BACKGROUND

3. On November 29, 2016 (the “Petition Date”), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York (the “Court”).

4. The Debtor continues to manage its property as a debtor in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

5. On December 9, 2016, the United States Trustee appointed Ultimate Power Inc., Linda Ardito and Lori Zaikowski to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”). Later that day, the Creditors’ Committee selected SilvermanAcampora LLP as its general bankruptcy counsel.

¹ Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Supplemental Sale Motion.

6. Prior to the Petition Date, the Debtor retained Robert S. Rosenfeld of RSR Consulting, LLC to perform the functions and hold the title of Chief Restructuring Officer (the “CRO”). The CRO has taken over as the day-to-day manager of the Debtor and is responsible for managing the Debtor as debtor-in-possession in this Chapter 11 Case, assisting in the formulation, preparation and consummation of a plan of liquidation and performing such other duties customary to a chief restructuring officer.

7. The events leading up to the Petition Date and the facts and circumstances supporting the relief requested herein are set forth in the *Declaration of Robert S. Rosenfeld, Chief Restructuring Officer of the Debtor, Pursuant to Local Bankruptcy Rule 1007-4 in Support of First Day Motions* (the “First Day Declaration”) [DE 23].

8. A detailed description of the events surrounding the sale of the Oakdale Campus is set forth in the Supplemental Sale Motion, which has been filed concurrently with this Motion to Shorten Time.

RELIEF REQUESTED

9. By this Motion to Shorten Time, the Debtor seeks to shorten the notice period and fix the date, time and place for an expedited hearing on the Supplemental Sale Motion. Specifically, the Debtor requests that the Court set the following dates:

Hearing on the Supplemental Sale Motion	On or about July 6, 2017
Deadline by which to object to the Supplemental Sale Motion	On or about June 30, 2017

BASIS FOR THE RELIEF REQUESTED

10. Bankruptcy Rule 9006(c)(1) and Local Rule 9077-1(c) authorize this Court, for cause shown, to reduce the notice period required for a hearing. The Debtor submits that ample cause exists for shortening the time as requested herein.

11. Significant business reasons support a timely sale of the Debtor's Oakdale Campus. The Bidding Procedures Order includes explicit deadlines by which certain sale-related events have to occur. By order dated April 12, 2017, the Court approved the sale of the Oakdale Campus free and clear of all liens, claims, encumbrance and other interests to Princeton pursuant to the Princeton APA (the "Sale Order") [DE 285]. As of the date hereof, the Princeton Sale has not closed because Princeton has been unable to raise the funds necessary to close. Pursuant to the Bidding Procedures, the bid submitted by NCF, as the Back Up Bidder, remains open and irrevocable until July 11, 2017.

12. As set forth in more detail in the Supplemental Sale Motion, the Debtor has determined, in its business judgment, to terminate the Princeton APA and proceed with the NCF Sale pursuant to the NCF APA.

13. NCF, as the Backup Bidder, has acknowledged its rights and obligations under the NCF APA, including its obligation to close the NCF Sale, but has requested that the Debtor seek an order of the Court (i) establishing NCF as the Successful Bidder and (ii) authorizing the Debtor to enter into and perform under the NCF APA.

14. The Debtor believes that an expedited hearing to approve the Supplemental Sale Motion is necessary and appropriate because, among other things, NCF's rights and obligations under the NCF APA are open and irrevocable until July 11, 2017.

15. Therefore, the Debtor is requesting that the Court shorten the notice period with respect to the hearing to consider the Supplemental Sale Motion from twenty-one (21) days to approximately thirteen (13) days. The Debtor believes that this time frame will allow the Debtor to maximize the value of the Oakdale Campus for the benefit of all parties in interest. Attached

hereto as **Exhibit B** is the Declaration of Sean C. Southard in support of the Motion to Shorten Time.

NO PRIOR REQUEST

16. No previous request for the relief sought herein has been made to this or any other court.

NOTICE

17. Pursuant to Bankruptcy Rule 9006(c)(1) and Local Rule 9077-1(c), the Bankruptcy Court may shorten time without notice. Accordingly, no notice of this Motion to Shorten Time has been given.

WHEREFORE the Debtor respectfully requests that the Court enter an order substantially similar to the proposed order, attached hereto as Exhibit A, granting the relief requested herein, and granting the Debtor such other and further relief as is just and proper.

Dated: New York, New York
June 23, 2017

**KLESTADT WINTERS JURELLER
SOUTHARD & STEVENS, LLP**

By: /s/ Sean C. Southard

Sean C. Southard
Joseph C. Corneau
Lauren C. Kiss
200 West 41st Street, 17th Floor
New York, NY 10036
Tel: (212) 972-3000
Fax: (212) 972-2245
Email: ssouthard@klestadt.com
jcorneau@klestadt.com
lkiss@klestadt.com

*Counsel to the Debtor and Debtor in
Possession*